

Rome Resources Ltd. Closes Arrangement with Pathfinder Minerals

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Vancouver, July 26, 2024 - [Rome Resources Ltd.](#) (TSXV: RMR) (FSE: 33R) ("Rome" or the "Company") is pleased to announce the completion today of its previously announced plan of arrangement (the "Arrangement") with Rome Resources Plc (previously known as Pathfinder Minerals Plc) ("Pathfinder") and Pathfinder's wholly-owned subsidiary 1475033 B.C. Ltd. ("Subco") under section 288 of the Business Corporations Act (British Columbia), resulting in Rome becoming a wholly-owned subsidiary of Pathfinder. Pursuant to the Arrangement, Subco and Rome amalgamated. Immediately following the amalgamation, the amalgamated company, 1475033 B.C. Ltd. changed its name to Rome Resources Ltd ("Amalco"). Upon the amalgamation taking effect, Dr. Georg Schnura and Serge Nawej Tshitembu ceased to be directors of Amalco, with Mark Gasson becoming the initial sole director of Amalco. Amalco thanks Dr. Schnura and Mr. Tshitembu for their services to Rome.

The Arrangement was approved at a special meeting of shareholders of Rome held on July 12, 2024, followed by the issuance of a final order approving the Arrangement by the Supreme Court of British Columbia on July 17, 2024.

Pursuant to the Arrangement, effective July 26, 2024, each holder of a Rome common share (the "Rome Shares") at the Effective Time (as defined in the Circular (defined below)) was entitled to receive 19.54 ordinary shares in the capital of Pathfinder in exchange for each Rome Share held. It is anticipated that these Pathfinder shares will be distributed by Link Group to former shareholders of Rome on or prior to August 7, 2024. The Rome Shares are expected to be delisted from the TSX Venture Exchange and the Frankfurt Stock Exchange after market close on Monday July 29, 2024. The Company will apply to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer.

Further details of the Arrangement are set out in Rome's management information circular dated May 27, 2024 (the "Circular") and related continuous disclosure documents, which are available on SEDAR+ at www.sedarplus.ca under Rome's profile. Registered shareholders of the Company holding Rome Shares in certificated form are reminded that they must properly complete, sign and return the letter of transmittal, along with their share certificate(s), to Computershare Investor Services Inc. (the "Depository"), as depositary, in order to receive the consideration they are entitled to under the Transaction. Non-registered shareholders should contact their intermediaries for instructions and assistance in delivering their Rome Shares and receiving consideration for such Rome Shares.

If any shareholder of the Company has questions with respect to the letter of transmittal, please contact the Depository, toll free at 1-800-564-6253 (North America) or 1-514-982-7555 (outside North America), or by email at corporateactions@computershare.com.

Further to the Company's news release dated May 22, 2024, following communication with the TSX Venture Exchange (the "Exchange") with respect to the timing for providing certain final documents to obtain final Exchange acceptance for filing of the Mont Agoma Term Sheet and MRDC Term Sheet, and in view of the closing of the Arrangement and the subsequent delisting of Rome's Shares from the Exchange, the Company withdrew its submissions of the Mont Agoma Term Sheet and MRDC Term Sheet and accordingly did not obtain Exchange acceptance for filing of the Mont Agoma Term Sheet and MRDC Term Sheet. For further details of the Mont Agoma Term Sheet and MRDC Term Sheet please refer to the Company's May 22, 2024 news release and the Company's Circular.

About Rome Resources

Rome Resources Ltd. is a mineral exploration company that is a party to two option agreements and a binding term sheet whereby it has acquired 51% indirect interests in two contiguous properties situated in the Walikale District of the North Kivu Province in eastern DRC, which are collectively referred to as the "Bisie

North Tin Project." Rome has completed an initial phase of drilling on the project and is responsible to fund exploration up to the completion of a definitive feasibility study.

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Cautionary Note Regarding Forward-Looking Statements

The information in this news release may include certain information and statements about management's view of future events, expectations, plans and prospects that may constitute forward-looking statements. Forward-looking statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward-looking statements. Although Rome Resources Ltd believes that the expectations reflected in forward-looking statements are reasonable, it can give no assurances that the expectations of any forward-looking statements will prove to be correct. Except as required by law, Rome Resources Ltd disclaims any intention and assumes no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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